

L21000011239

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

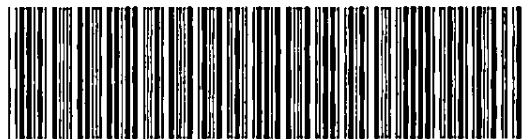
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500359276285

02/03/21--04:15--PM **50.00

FILED

2021 FEB -2 PM 4:42

SECRETARY OF STATE
TALLAHASSEE, FL

Muger

MAR 3 0 2021

D CUSHING

ARTICLES OF MERGER

for

DRIVINDAVE TRANSPORT LLC

THIS January 14, 2021

FILED
2021 FEB -2 PM 4:42
SECRETARY OF STATE
TALLAHASSEE, FL

I. The merging parties are:

Momentum Logistics LLC, a Kentucky limited liability company (the "**Merging Entity**"), formed under the laws of the State of Kentucky by Organization Number 1018055 issued by the Kentucky Secretary of State on April 16, 2018.

DrivinDave Transport LLC, a Florida limited liability company, formed under the laws of the State of Florida by document number L21000011239 issued by the Secretary of State of Florida on January 4, 2021.

II. The surviving limited liability company is DrivinDave Transport LLC, a Florida limited liability company (the "**Surviving Entity**").

III. The merger was approved by each domestic entity that is a limited liability company in accordance with Fla. Stat. § 605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Fla. Stat. § 605.1023(1)(b).

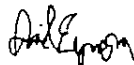
IV. The Surviving Entity agrees to pay any members with appraisal right the amount, to which members are entitled under Fla. Stat. § 605.1006 and 605.1061-605.1072.

V. The merger shall be effective on this date of filing.

VI. Signatures for Each Party:

The Merging Entity
Momentum Logistics LLC

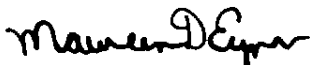
The Surviving Entity
DrivinDave Transport LLC



By: David Eynon
Member-Manager



By: David Eynon
Member-Manager



By: Maureen Eynon
Member-Manager



By: Maureen Eynon
Member-Manager

PLAN OF MERGER

This Plan of Merger by and between Momentum Logistics LLC, a Kentucky limited liability company, and DrivinDave Transport LLC, a Florida limited liability company, is effective January 14, 2021.

RECITALS

- A. Momentum Logistics LLC is a Kentucky limited liability company formed under the laws of the State of Kentucky by Organization Number 1018055 issued by the Kentucky Secretary of State on April 16, 2018. The equity ownership of Momentum Logistics LLC is as follows:

<u>Member</u>	<u>Membership Interest</u>
David Eynon	50%
Maureen Eynon	50%

- B. DrivinDave Transport LLC is a Florida limited liability company formed under the laws of the State of Florida by document number L21000011239 issued by the Secretary of State of Florida on January 4, 2021. The equity ownership of DrivinDave Transport LLC is as follows:

<u>Member</u>	<u>Membership Interest</u>
David Eynon	50%
Maureen Eynon	50%

The Members of Momentum Logistics LLC and DrivinDave Transport LLC, respectively, deem it desirable and in the best interest of the companies and their members to merge Momentum Logistics LLC with and into DrivinDave Transport LLC.

NOW, THEREFORE, for the purpose of prescribing the terms and conditions of such merger, Momentum Logistics LLC and DrivinDave Transport LLC ("**Merging Entities**") acting by and through their respective members do hereby set forth and agree to the following plan of merger ("**Plan of Merger**"):

1. **Merger**. Effective upon the day of filing of Articles of Merger ("**Effective Date of Merger**"), Momentum Logistics LLC shall merge with and into DrivinDave Transport LLC, and DrivinDave Transport LLC shall survive the merger.
2. **Articles of Organization of Surviving Company**. On the Effective Date of the Merger, the Articles of Organization of DrivinDave Transport LLC shall be the Articles of Organization of the surviving company, until further altered, amended, or repealed, or

until amended or restated Articles of Organization are adopted and filed in accordance with the provisions therefor, or as otherwise provided by law.

3. **Operating Agreement of Surviving Company.** On the Effective Date of the Merger, the Operating Agreement of DrivinDave Transport LLC, and any amendments thereto, shall be the Operating Agreement of the surviving company, until altered, amended, or repealed, or until a new Operating Agreement is adopted in accordance with the provisions therefor, or as otherwise provided by law.
4. **Manner and Basis of Issuance of Membership Interest on Merger.** The manner and basis of issuing a membership interest of the surviving company shall be as follows:
 - 4.1. **Membership Interest of Momentum Logistics LLC, a Kentucky limited liability company.** The membership interests of Momentum Logistics LLC shall be deemed to be cancelled and void.
 - 4.2. **Membership Interest of DrivinDave Transport LLC, a Florida limited liability company.** The membership interest as defined in Section B of the Recitals of this Plan of Merger shall be implemented for DrivinDave Transport LLC.
 - 4.3. **Certificates.** Any certificates as defined or permitted in the Operating Agreement shall be issued as of the Effective Date of the Merger.
5. **Effect of Merger.** On the Effective Date of the Merger, the following events shall occur:

Momentum Logistics LLC shall be merged with and into DrivinDave Transport LLC in accordance with the provisions of this Plan of Merger and in accordance with the provisions of and with the effect provided in Ky. Rev. Stat. § 275.365 and Fla. Stat. § 605.1026.

- 5.1. The separate existence of the Momentum Logistics LLC shall cease;
- 5.2. The name of the surviving entity shall be DrivinDave Transport LLC;
- 5.3. DrivinDave Transport LLC shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a limited liability company organized under the Florida Business Corporation Act;
- 5.4. DrivinDave Transport LLC shall possess all the rights, privileges, immunities, and franchises of a public or private nature of Momentum Logistics LLC;
- 5.5. All property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and every other interest of, or belonging to, or due to Momentum Logistics LLC, shall be taken and deemed to be transferred to and vested in DrivinDave Transport LLC, without further act or deed, and the title to any real estate, or any interest therein, vested in Momentum Logistics LLC shall not revert or be in any way impaired by reason of the merger;

- 5.6. DrivinDave Transport LLC shall thenceforth be responsible and liable for all the liabilities and obligations of Momentum Logistics LLC and any claim existing or action or proceeding pending by or against Momentum Logistics LLC may be prosecuted as if the merger had not taken place, or DrivinDave Transport LLC may be substituted in its place; and
- 5.7. All rights of creditors and all liens upon the property of Momentum Logistics LLC shall be unimpaired by the merger.
6. **Further Instruments.** From time to time, as and when requested by DrivinDave Transport LLC, or by its successors or assigns, Momentum Logistics LLC will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other action as Momentum Logistics LLC may deem necessary or desirable in order to vest in and confirm DrivinDave Transport LLC's title to and possession of all its real or personal property, rights, privileges, powers, and franchises and otherwise to carry out the intent and purposes of this Plan of Merger.
7. **Post-Merger Capitalization.** Upon completion of the merger, the equity ownership of DrivinDave Transport LLC is as follows (AFTER MERGER):
- | <u>Member</u> | <u>Membership Interest</u> |
|---------------|----------------------------|
| David Eynon | 50% |
| Maureen Eynon | 50% |
8. **Principal Offices.** The location of the principal office of DrivinDave Transport LLC shall be 1939 Cherry Lane, Mount Dora, Florida, 32757.
9. **Right of Amendment.** DrivinDave Transport LLC hereby reserves the right to amend, alter, change or repeal any provision contained in its Articles of Organization, as from time to time amended, and any provision contained in this Plan of Merger, in the manner now or hereafter prescribed by law or by such Articles of Organization, as from time to time amended; and all rights and powers of whatsoever nature conferred in such Articles of Organization, as from time to time amended, upon any member, director, officer, or any other person are subject to this reservation.
10. **Abandonment of Merger.** The Merging Entities reserve the right to abandon, reverse, cancel, and annul the merger at any time prior to the filing of the Articles of Merger.
11. **Intent.** It is intended that this merger constitutes a reorganization within the meaning of the Internal Revenue Code of 1986, as amended.

IN WITNESS WHEREOF, the undersigned the parties have executed this Agreement on,
on behalf of the Merging Entities as of the date first set forth above.

Momentum Logistics LLC



By: David Eynon
Member-Manager

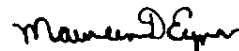


By: Maureen Eynon
Member-Manager

DrivinDave Transport LLC



By: David Eynon
Member-Manager



By: Maureen Eynon
Member-Manager

TITLE	2021-01-14 - DrivinDave Transport LLC - Articles of Merger...
FILE NAME	2021-01-14%20-%20...er%20REVIEWED.pdf
DOCUMENT ID	14b3be7677189fe1553fccd76b93c9b8ab6084ae
AUDIT TRAIL DATE FORMAT	MM / DD / YYYY
STATUS	◦ Completed

This document was requested from app.clio.com

Document History



01 / 14 / 2021
19:45:06 UTC

Sent for signature to David Eynon
(momentumlogisticsllc@usa.com) and Maureen Eynon
(momentumlogisticsllc@usa.com) from jcothern@l4sb.com
IP: 75.161.53.151



01 / 16 / 2021
02:53:32 UTC

Viewed by David Eynon (momentumlogisticsllc@usa.com)
IP: 73.67.72.100



01 / 16 / 2021
02:53:48 UTC

Signed by David Eynon (momentumlogisticsllc@usa.com)
IP: 73.67.72.100



01 / 16 / 2021
02:54:12 UTC

Viewed by Maureen Eynon (momentumlogisticsllc@usa.com)
IP: 73.67.72.100



01 / 16 / 2021
03:04:22 UTC

Signed by Maureen Eynon (momentumlogisticsllc@usa.com)
IP: 73.67.72.100



01 / 16 / 2021
03:04:22 UTC

The document has been completed.

TITLE	2021-01-14 - DrivinDave Transport LLC - Plan of Merger...
FILE NAME	2021-01-14%20-%20...er%20REVIEWED.pdf
DOCUMENT ID	ff6b4f606d5972cb7bd1727fd59537a749b43f57
AUDIT TRAIL DATE FORMAT	MM / DD / YYYY
STATUS	◦ Completed

This document was requested from app.clio.com

Document History



SENT

01 / 14 / 2021

19:41:24 UTC

Sent for signature to David Eynon
(momentumlogisticsllc@usa.com) and Maureen Eynon
(momentumlogisticsllc@usa.com) from jcothern@l4sb.com
IP: 75.161.53.151



VIEWED

01 / 16 / 2021

02:50:57 UTC

Viewed by David Eynon (momentumlogisticsllc@usa.com)
IP: 73.67.72.100



SIGNED

01 / 16 / 2021

02:51:58 UTC

Signed by David Eynon (momentumlogisticsllc@usa.com)
IP: 73.67.72.100



VIEWED

01 / 16 / 2021

02:52:17 UTC

Viewed by Maureen Eynon (momentumlogisticsllc@usa.com)
IP: 73.67.72.100



SIGNED

01 / 16 / 2021

03:03:08 UTC

Signed by Maureen Eynon (momentumlogisticsllc@usa.com)
IP: 73.67.72.100



COMPLETED

01 / 16 / 2021

03:03:08 UTC

The document has been completed.